



*State of New Jersey*

Chris Christie  
*Governor*

Office of the Attorney General  
Department of Law and Public Safety  
Division of Gaming Enforcement  
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*Lt. Governor*

David Rebuck  
*Director*

October 17, 2012

Lynne Levin Kaufman, Esq.  
Cooper Levenson  
1125 Atlantic Avenue  
Atlantic City, NJ 08401

Re: Request of Mohegan Gaming Advisors NJ, LLC for Exemption from Certain Provisions of *N.J.A.C. 13:69D-1.7* Imposed by Condition Number 4 of Resolution No. 12-09-14-02 (PRN 2851201)

Dear Ms. Kaufman:

By letter dated October 11, 2012, Mohegan Gaming Advisors NJ, LLC (MGA NJ) seeks exemption from certain requirements of *N.J.A.C. 13:69D-1.7*. Pursuant to Condition number 4 of Resolution No. 12-09-14-02, the Casino Control Commission (Commission) required MGA NJ to comply with various regulations, including *N.J.A.C. 13:69D-1.7*. This condition was recommended by the Division to require MGA NJ as well as MGA Holding NJ, LLC (MGA Holding) to adhere to certain regulations applicable to casino licensees, given MGA NJ's position of managing operations of Resorts Casino Hotel and its recommended licensing status as a casino service industry enterprise. All of the Commission's proposed Conditions, including number 4, were circulated prior to the hearing on September 14, 2012 and MGA NJ consented to each of the Conditions.

Despite such consent, MGA NJ now specifically requests exemption from *N.J.A.C. 13:69C-1.7(a)* through (e) and (g). Pursuant to *N.J.A.C. 13:69C-1.7(a)*, "[u]nless specifically exempted by the Division," a casino licensee must have its annual financial statements "audited in accordance with generally accepted auditing standards by an independent certified public accountant." Subsections (b) through (e) contain specific requirements as to the contents of the audited financial statements. MGA NJ submits that the Division will be receiving the annual audited financial statements of casino licensee DGMB Casino, LLC which will meet the regulatory requirements of this regulation.



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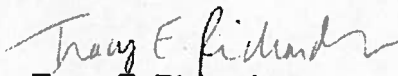
The Division does not agree that the audited financial statements of DGMB Casino, LLC obviate this regulatory requirement. Nevertheless, as the Division does not generally seek audited financial statements from an entity managing casino operations, the Division specifically exempts MGA NJ and MGA Holding from the requirements of *N.J.A.C. 13:69D-1.7(a) through (e)* for submitting audited financial statements for the calendar year 2012 by April 30, 2013. Since, however, MGA NJ is a newly-regulated entity as a casino service industry enterprise, the Division provides the foregoing exemption for the upcoming annual period only; any future exemption from the requirement would be subject to the Division's evaluation of any further request by MGA NJ. Moreover, MGA NJ is still required to comply with the Division's financial reporting rules applicable to casino licensees, where appropriate and as the Division determines, pursuant to Condition number 5.

MGA NJ has also requested an exemption from the requirement to file certain reports under *N.J.A.C. 13:69D-1.7(g)*. This subsection requires any licensee or affiliate to submit one copy to the Division of any report, including "forms S-1, 8-K, 10-Q and 10-K, proxy or information statements and all registration statements" required to be filed with the Securities and Exchange Commission (SEC). MGA NJ specifically requests that it be exempt from filing 8-K's which report monthly operating results of "sister" entities of MGA NJ and MGA Holding by asserting that such results do not bear a relation to the casino licensee.

Since the holding and intermediary companies above MGA NJ in its corporate organizational structure are all affiliates of MGA NJ pursuant to *N.J.S.A. 5:12-2.1*, the requirements of *N.J.A.C. 13:69D-1.7(g)* are applicable to any reports filed by those affiliates with the SEC. When such reports are filed, a simultaneous copy must be submitted to the Division. The submission of such reports provides the Division, on an ongoing basis, with information relevant to the affiliates of the manager of a New Jersey casino hotel operation and is required and warranted.

Therefore, MGA NJ's request for exemption from filing audited financial statements is granted for calendar year 2012. MGA NJ's request for exemption from submitting copies of filed SEC reports by its affiliates is denied. This report is effective only if accompanied by an Order signed by the Division Director which adopts the positions set forth herein.

Sincerely,

  
Tracy E. Richardson  
Deputy Attorney General

c: Mary Wozniak, Esq., Assistant General Counsel  
Louis S. Rogacki, DAG  
Lloyd D. Levenson, Esq.

**In the Matter of the Request of Mohegan  
Gaming Advisors NJ, LLC for Exemption from  
Certain Provisions of N.J.A.C. 13:69D-1.7  
Imposed by Condition No. 4 of Resolution  
No. 12-09-14-02**

## Casino Licensing